

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al*, : 08-13555 (JMP)
Debtors. : (Jointly Administered)
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**ORDER PURSUANT TO SECTION 327(A) OF THE BANKRUPTCY CODE
AUTHORIZING THE EMPLOYMENT AND RETENTION OF BROWNGREER PLC
AS FEE AND EXPENSE ANALYST *NUNC PRO TUNC* AS OF JUNE 10, 2009**

Upon the application (the “Application”) of the Fee Committee for an order, pursuant to the Order Appointing Fee Committee and Approving Fee Protocol (Docket No. 3651), authorizing the Fee Committee to retain BrownGreer PLC (“BrownGreer”) as a fee and expense analyst for purposes of automated analysis of the fees and expenses in the above-captioned cases; and upon the affidavit of Orran L. Brown, annexed to the Application as Exhibit B; and notice of the Application having been given as set forth in the Application; and it appearing that such notice is due and sufficient and that no further or other notice is required; and the Court being satisfied that BrownGreer does not hold or represent an interest adverse to the Debtors’ estates and that BrownGreer is a “disinterested person” as such term is defined under section 101(14) of the Bankruptcy Code, and that the employment of BrownGreer is necessary and in the best interests of the Fee Committee and these cases; and the Court having determined that the legal and factual basis set forth in the Application establishes just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that subject to the terms and conditions of this Order, the Application is granted; and it is further

ORDERED, that terms not otherwise defined herein shall have the meaning ascribed to them in the Application; and it is further

ORDERED, that the Fee Committee is authorized to employ, retain, compensate, and reimburse BrownGreer as its fees and expense analyst pursuant to the Engagement Statement on the terms and conditions set forth in the Application, this Order, and the Engagement Statement, effective *nunc pro tunc* to June 10, 2009; and it is further

ORDERED, that BrownGreer shall submit monthly invoices to the Fee Committee, which, upon approval by the Fee Committee under standards similar to those of sections 330 and 331 of the Bankruptcy Code, may be submitted to the Debtors for payment; and it is further

ORDERED, that BrownGreer shall submit monthly invoices to the Court at the same times as it shall submit monthly invoices to the Fee Committee, and it is further

ORDERED, that BrownGreer shall otherwise be retained and compensated in accordance with the terms of the Engagement Statement; and it is further

ORDERED, that to the extent that either the Engagement Statement or the Application is inconsistent with this Order, the terms of this Order shall control; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
December 15, 2009

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE